

CONSTELLIUM N.V.

AUDIT COMMITTEE CHARTER

Save as otherwise defined herein, any capitalized term used in this Charter shall have the same meaning given to it for purposes of the Rules for the Board of Directors (the “**Board Rules**”) of Constellium N.V. (the “**Company**”).

Purpose

The Audit Committee (the “**Committee**”) is appointed by the Board to assist the Board in its oversight of: (a) the integrity of the Company’s financial statements and internal controls, (b) compliance with legal and regulatory requirements, (c) the qualifications and independence of the Company’s independent auditor, (d) the process relating to internal risk management and control systems, (e) the performance of the Company’s internal audit function, (f) compliance with recommendations and observations of internal and independent auditors, (g) the financing of the Company and (h) the Company’s tax policy.

Membership

The Committee shall consist of no fewer than two Directors, all of whom shall (a) be Non-Executive Directors, (b) meet the applicable independence and experience requirements of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934 and (c) be independent within the meaning of the Dutch Corporate Governance Code (the “**Code**”), as amended from time to time, except as permitted in accordance with the Code.

Each member of the Committee will be financially literate, as such qualification is interpreted by the Board in its business judgment, or become financially literate within a reasonable time after appointment to the Committee. At least one member of the Committee will have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment within the meaning of applicable requirements of the New York Stock Exchange, the Securities Exchange Act of 1934 and best practice provision III.3.2 of the Code. The designation or determination by the Board of a person as a Committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.

Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee of the Company.

The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating/Governance Committee and may be removed by the Board in its discretion. The Board may appoint a Chairperson of the Committee.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less frequently than quarterly. The Committee Chairperson shall preside at each meeting. In the

event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum.

The Committee shall decide whether and, if so, when any Executive Director, the independent auditor and/or the internal auditor should attend its meetings. The Committee will regularly meet privately in separate sessions with senior management, the independent auditor, and the internal auditor and will meet in executive session as necessary or appropriate. The Committee shall meet with the independent auditor as often as it considers necessary, but at least once a year, without Executive Directors being present.

The Board authorizes the Committee to request information from any officer or employee of the Company or its outside legal counsel or independent auditors and to request that any such persons attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Organization

The Committee will regularly report to the Board, and will report each year with respect to the activities of the Committee and compliance with this Charter. It will reassess the adequacy of this Charter annually and may propose changes to the Board for approval. The Committee will annually review its own performance and report the results to the Board.

In discharging its responsibilities, the Committee may ask members of management to attend meetings and participate in discussions.

Authority to Engage Advisors

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors and to conduct any investigation to enable it to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be directly responsible for appointing or replacing the independent auditor (subject, if applicable, to shareholder ratification). The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall preapprove all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described

in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence.

Delegation to Subcommittees

The Committee may form and delegate authority to subcommittees consisting of one or more Directors when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

Duties and Responsibilities

While the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is assisting the Board in its oversight responsibilities. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with international financial reporting standards ("**IFRS**") or U.S. generally accepted accounting principles ("**U.S. GAAP**") or applicable rules and regulations. Likewise, it is not the Committee's responsibility to conduct investigations, or to assure that the Company complies with specific legal requirements or the Company's code of ethics. Each member of the Committee will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons or organizations within and outside the Company from whom it receives information, and the accuracy of the information.

The primary responsibilities of the Committee are set forth below. The Committee will:

A. Oversight of Independent Auditors

1. Require the independent auditor to report directly to the Committee. Appoint, oversee the work of, evaluate the qualifications, performance and independence of, determine compensation for, and where appropriate, terminate, replace, or rotate, the independent auditor. In evaluating the performance of the independent auditor, the Committee will evaluate the performance of the independent auditor's lead partner and will consider whether the provision of non-audit services is compatible with maintaining the auditor's independence, and ensure the rotation of audit partners as required by law. The Committee will present its conclusions with respect to the independent auditor to the Board.
2. Review and pre-approve, to the extent required by applicable laws and regulations, the scope and general extent of the independent auditor's services, audit and non-audit, the significant audit procedures that will be used, and the estimated fees for its audit services.

3. Obtain and review a report by the independent auditor, at least annually, regarding: (a) the independent auditor's quality control procedures, (b) any material issues raised by the most recent internal quality control or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting an independent audit conducted by the firm, (c) any step taken to address such issues, and (d) all relationships between the independent auditor and the Company. Discuss with the independent auditor whether any disclosed relationships or services may impact the objectivity and independence of the independent auditor and make appropriate recommendations to the Board concerning such matters.
4. Obtain and review a report by the independent auditor, at least annually, containing: (a) the auditor's conclusions regarding the Company's critical accounting policies and the application of those policies, (b) all alternative treatments of financial information within IFRS or U.S. GAAP, as applicable, that have been discussed with management and the ramifications of the use of such alternative treatments, (c) the critical accounting policies preferred by the independent auditor, and (d) other matters required to be discussed with the independent auditor by applicable laws and regulations.
5. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
6. Set clear policies for the Company's hiring of employees or former employees of the independent auditor.
7. Review with the independent auditor any problems or difficulties in auditing the Company's financial statements and management's responses. The Committee will make efforts to resolve any disagreements between management and the independent auditor regarding financial reporting.
8. Act as the principal contact for the independent auditor if it discovers irregularities in the content of financial reporting.

B. Oversight of Internal Auditors

1. Establish a direct line of communication with the senior internal auditor. Review the findings of significant reports to management made by the internal audit division and management's responses. Review and approve internal audit plans and recommended changes to the plans, including as such plans relate to the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties. Assess the effectiveness of the internal audit function at least once a year.
2. Recommend for Board approval the appointment and replacement of the senior internal auditor, and approve all matters related to responsibilities, budget and staffing of the internal audit division.

C. **Financial Statement and Disclosure Matters**

1. Review the preparation of any financial statements or reports, reports on internal controls over financial reporting, information relating to statutory auditors and the like, to be provided to the U.S. Securities and Exchange Commission (“**SEC**”) as well as other applicable regulatory authorities.
2. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management’s discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K, Form 20-F, or other similar or successor form to be filed with the SEC or other applicable regulator (“**Annual Report**”).
3. Meet to review and discuss with management and the independent auditor the Company’s quarterly financial statements including disclosures made in management’s discussion and analysis prior to the filing any quarterly or half-year report required by SEC or other applicable regulator (“**Interim Report**”), release of earnings information, including the results of the independent auditor’s review of the quarterly financial statements.
4. Review with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including the Company’s critical accounting principles and any significant changes to those principles or their application, the effect of off-balance sheet structures on the Company’s financial statements, and material or non-financial arrangements that do not appear in the Company’s financial statements. Discuss the effect of regulatory and accounting initiatives on the Company’s financial statements.
5. Review with management and the independent auditor any major issues as to the adequacy of the Company’s internal controls over financial reporting, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
6. Review with management and the independent auditor the Company’s internal controls over financial reporting report and the independent auditor’s attestation of the report prior to the filing of the Company’s Annual Report.
7. Review disclosures made by executive officers of the Company during their certification process for any Annual Report or Interim Report requiring such certification about the results of their evaluation of the effectiveness of disclosure controls and any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses, and any fraud involving management or other employees who have a significant role in the Company’s internal controls over financial reporting.

8. Discuss the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-IFRS information or non-U.S. GAAP, as applicable, as well as financial information and earnings guidance provided to analysts and rating agencies.

D. Corporate Oversight

1. Discuss the Company's major financial and other significant risk exposures or deficiencies, and the steps management has taken to monitor and control or mitigate such exposures and deficiencies. Discuss the Company's risk assessment and risk management policies.
2. Periodically assess whether the Company has implemented the appropriate internal risk management and internal control culture.
3. Periodically assess the financing of the Company, and review reports of credit rating agencies.
4. Review the Company's applications of information and communication technology.
5. Review and recommend for Board approval the Code of Employee and Business Conduct and any other appropriate codes of conduct or compliance policies. Review annually the implementation and effectiveness of the ethics and compliance program, and any significant deviations by officers and employees from the Code of Ethics and Business Conduct or other ethics and compliance policies.
6. Establish "whistleblowing" procedures, *i.e.*, procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Review any such significant complaints or concerns.
7. Review periodically, but not less than annually, the Company's insurance programs, tax policy and investment performance.
8. Review with management, as appropriate and at least annually, legal matters that may have a material impact on the Company's financial statements and any material reports or inquiries received from regulators or governmental agencies.
9. Direct and oversee, as appropriate, investigations into any matter brought to its attention within the scope of its duties.

The Committee shall perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

The Committee's Charter will be published on the Company's website.